

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
AURORA FOODS INC., : Case No. 03-13744 (MFW)
et al., :
Debtors. : Jointly Administered
: Related Docket # 6
- - - - - X

ORDER UNDER 28 U.S.C. § 156(c) AND
DEL. BANKR. LR 2002-1(f) APPOINTING
BANKRUPTCY SERVICES LLC AS CLAIMS, NOTICING, AND
BALLOTING AGENT OF THE BANKRUPTCY COURT

Upon the Debtors' application dated December 8, 2003 (the "Application")¹ for entry of an order under 28 U.S.C. § 156(c) and Rule 2002-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") appointing BSI as the Claims, Noticing and Balloting Agent of the Bankruptcy Court; and upon the Hutchison Declaration and the Jacobs Declaration; and the Court having reviewed the Application, the Hutchison

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Application.

Declaration, the Jacobs Declaration, and having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.

2. Pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f), BSI is appointed as the Claims, Noticing, and Balloting Agent in these chapter 11 cases, and BSI is authorized to perform the services set forth in the Application as requested by the office of the Clerk of the Bankruptcy Court for the District of Delaware or the Debtors, on the terms and conditions of the Bankruptcy Services Agreement, which agreement is attached hereto as Exhibit A.

3. BSI shall continue to serve as Claims, Noticing, and Balloting Agent in these chapter 11 cases until relieved of such duties by order of the Court.

4. The fees and expenses of BSI incurred in the performance of services in accordance with the Bankruptcy Services Agreement shall be treated as administrative expenses of the Debtors' chapter 11 estates and be paid by the Debtors in the ordinary course of business. Any dispute between BSI and the Debtors with respect to fees and expenses shall be presented to the Court for resolution thereof.

5. BSI shall submit to the United States Trustee for this region, on a monthly basis, copies of the invoices it submits to the Debtors for services rendered.

Dated: Wilmington, Delaware
December 9, 2003


United States Bankruptcy Judge